

MANWELL & WES

ATTORNEYS AT LAW
CITICORP CENTER

TELEPHONE:
(415) 362-2375

ONE SANSOME STREET
14TH FLOOR
SAN FRANCISCO, CALIFORNIA 94104

RECORDATION NO.

FILED 1425

TELECOPY
(415) 362-1010

OCT 1 1990 -3 35 PM

INTERSTATE COMMERCE COMMISSION

0-274A056

660.00

RECORDATION NO.

FILED 1425

OCT 1 1990 -3 35 PM

INTERSTATE COMMERCE COMMISSION

September 28, 1990

Via Federal Express

Honorable Noreta R. McGee
Secretary

Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO.

8121-J
FILED 1425

RECORDATION NO.

8121-H
FILED 1425

OCT 1 1990 -3 35 PM

OCT 1 1990 -3 35 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

On behalf of GATX/GLC Leasing Corporation, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following documents, all of which have not previously been recorded:

- (a) three (3) executed counterparts of a document entitled "Statement of Satisfaction and Release" dated as of September 30, 1990;
- (b) three (3) executed counterparts of a document entitled "Nominee Reconveyance Agreement" dated as of September 30, 1990;
- (c) three (3) executed counterparts of a document entitled "Lease Termination Agreement #2" dated as of September 30, 1990; and
- (d) three (3) executed counterparts of a document entitled "Memorandum of Lease of Railroad Equipment #2" dated as of September 30, 1990.

Each of the above-described documents should be included as part of the filing recorded on November 17, 1975, Recordation No. 8121, as the next available numbers being 8121-D, 8121-E, 8121-F and 8121-G.

Honorable Noreta R. McGee
September 28, 1990
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The executing parties to the Statement of Satisfaction and Release ("Release") are:

Mellon Bank N.A., Trustee - Trustee
Corporate Trust Department
One Mellon Bank Center
Pittsburgh, Pennsylvania 15258-0001

GSCX Equipment Corporation - GSCX
c/o Mellon Bank N.A.
Corporation Trust Department
One Mellon Bank Center
Pittsburgh, Pennsylvania 15258-0001

The Release states, among other things, that the obligations secured by the Equipment Trust and Security Agreement (Recordation Number 8121) and the Collateral Assignment (Recordation number 8121-C) have been fully satisfied. It also states that the security interest in the Equipment described in such Release which was created pursuant to the above-described Equipment Trust and Security Agreement and Collateral Assignment is released.

The Equipment covered by the Release consists of one hundred (100) one-ton triple hopper cars bearing identifying numbers GSCX 12000 to GSCX 12099 (both inclusive).

The Release should be filed as a secondary document to the above-referenced Equipment Trust and Security Agreement. A short summary of the Release to appear in the ICC index is as follows:

Releases recorded liens under Recordation Number 8121 ("Equipment Trust and Security Agreement") and Recordation Number 8121-C ("Collateral Assignment"). Covers one hundred (100) 100-ton triple hopper cars, road numbers GSCX 12000 to GSCX 12099 (both inclusive).

The executing parties to the enclosed Nominee Reconveyance Agreement ("Reconveyance Agreement") are:

GSCX Second Equipment Corporation - Nominee
c/o Mellon Bank N.A.
Corporation Trust Department
One Mellon Bank Center
Pittsburgh, Pennsylvania 15258-0001

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GATX/GLC Leasing Corporation - Owner
Four Embarcadero Center, Suite 2200
San Francisco, California 94111

The Reconveyance Agreement states, among other things, that Greenville Leasing Company, a party of record with regard to the above-described filing, has changed its name to GATX/GLC Leasing Company.

The Reconveyance Agreement also provides for the sale, conveyance and assignment from Nominee to Owner of all of Nominee's right, title and interest in the Equipment described therein, the Lease of Equipment between Nominee and Cleveland Electric & Illuminating Company ("Lease") dated November, 1 1975 and recorded with the Interstate Commerce Commission November 17, 1975 in Recordation No. 8121-A.

The Equipment covered is one hundred (100) 100-ton triple hopper cars, road numbers GSCX 12000 to GSCX 12099 (both inclusive).

The Reconveyance Agreement should be filed as a secondary document to the above-referenced Equipment Trust and Security Agreement. A short summary of the Reconveyance Agreement to appear in the ICC Index is as follows:

"Nominee Reconveyance Agreement relating to one hundred (100) triple hopper cars bearing road numbers GSCX 12000 to 12099 (both inclusive)."

The executing parties to the enclosed "Lease Termination Agreement #2" are:

Cleveland Electric & Illuminating Company - Lessee
55 Public Square
Cleveland, Ohio 44101

GATX/GLC Leasing Corporation - Lessor
Four Embarcadero Center, Suite 2200
San Francisco, California 94111

The Lease Termination Agreement terminates the Lease of Equipment between Nominee and Cleveland Electric & Illuminating Company ("Lease") dated November 1, 1975 and recorded with the Interstate Commerce Commission on November 17, 1975 in Recordation No. 8121-A.

Honorable Noreta R. McGee
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The Equipment covered by the Lease Termination Agreement is listed in Exhibit A thereto.

The Lease Termination Agreement should be filed as a secondary document to the above-referenced Equipment Trust and Security Agreement. A short summary of the Lease Termination Agreement to appear in the ICC records as follows:

"Covers one hundred (100) 100-ton triple hopper cars, road numbers GSCX 12000 to GSCX 12099 (both inclusive)."

The executing parties to the Memorandum of Lease of Railroad Equipment #2 ("Memorandum of Lease") are:

Cleveland Electric & Illuminating Company - Lessee
55 Public Square
Cleveland, Ohio 44101

GATX/GLC Leasing Corporation - Lessor
Four Embarcadero Center, Suite 2200
San Francisco, California 94111

The Memorandum of Lease provides record notice of a Lease Agreement #2 dated as of September 30, 1990 between Lessor and Lessee.

The Equipment covered by the Memorandum of Lease consists of one hundred (100) 100-ton triple hopper cars bearing identifying numbers GSCX 12000 to GSCX 12099 (both inclusive).

The Memorandum of Lease should be filed as a secondary document to the above-referenced Equipment Trust Agreement. A short summary of the Memorandum of Lease to appear in the ICC index is as follows:

"Covers one hundred (100) 100-ton triple hopper cars road numbers GSCX 12000 to GSCX 12099 (both inclusive)."

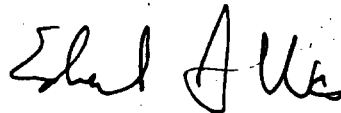
Once the filing has been made, please return the stamped copies of the documents not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Honorable Noreta R. McGee
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The undersigned certifies that he is acting as special counsel to GATX/GLC Leasing Corporation for purposes of this filing and that he has knowledge of the matters set forth in the above-described documents.

Enclosed are four checks in the amount of fifteen dollars (\$15.00) each in payment of the filing fee. Once the filing fee has been made, please return to the undersigned the stamped counterparts of the Statement of Satisfaction and Release, Nominee Reconveyance Agreement, Lease Termination Agreement #2 and Memorandum of Lease of Railroad Equipment #2, not needed for your files, together with the fee receipt, the letter from the ICC acknowledging filing and the two extra copies of this transmittal letter.

Sincerely,

A handwritten signature in dark ink, appearing to read "Edward J. Wes, Jr.", written in a cursive style.

Edward J. Wes, Jr.

EJW:mem
enclosures

Interstate Commerce Commission
Washington, D.C. 20423

10/2/90

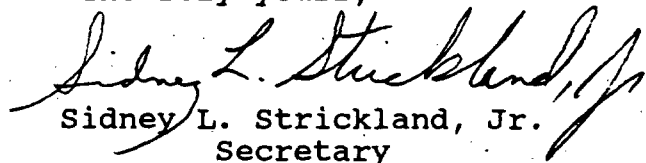
OFFICE OF THE SECRETARY

Edward J. Wes, Jr.
Manwell & Wes
Citicorp Center
One Sansome Street 14th FL.
San Francisco, California 94104

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/1/90 at 3:35pm, and assigned recordation number(s). 8121-G, 8121-H, 8121-I & 8121-J

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

8/26/90
RECEIVED BY FILED

LEASE TERMINATION AGREEMENT #2

OCT 1 1990 -3 35 PM

INTERSTATE COMMERCE COMMISSION

THIS LEASE TERMINATION AGREEMENT #2 is entered into as of September 30, 1990 between GATX/GLC LEASING CORPORATION ("Lessor") and THE CLEVELAND ELECTRIC ILLUMINATING COMPANY ("Lessee").

Section 1. Recitals of Fact.

(a) Lessee and GSCX Second Equipment Corporation ("Nominee") entered into a Lease of Railroad Equipment dated as of November 1, 1975 (the "Lease"). Pursuant to the Lease, Lessee leased the railroad equipment described on Exhibit A hereto (the "Equipment") from Nominee.

(b) Simultaneously with the Lease, the Nominee and Greenville Steel Car Company ("Greenville") entered into a "Nominee Agreement," providing among other things,

(i) that the Nominee, in taking title to the Equipment, in leasing the Equipment pursuant to the Lease and in executing various other documents relating to the purchase and lease of the Equipment (collectively, the "Lease Documents"), would act solely as nominee for Greenville;

(ii) that all right, title and interest of the Nominee in and to the Lease and the Lease Documents, all insofar as they relate to the Equipment, would, upon their execution and delivery be, and would continue to be, held by the Nominee as nominee for Greenville;

(iii) that all the right, title and interest of the Nominee in and to the Equipment would be taken and held by the Nominee as nominee for Greenville; and

(iv) that all rents, profits and other income and receipts which may be received by the Nominee pursuant to the Lease with respect to the Equipment shall at all times be the property of and belong to Greenville.

(c) Pursuant to an Assignment and Agreement dated as of December 31, 1980, Greenville sold and assigned its right, title and interest in the Equipment, the Nominee Agreement and the Lease Documents to Greenville Leasing Company;

(d) "Greenville Leasing Corporation" is the prior name of Lessor and Greenville Leasing Corporation and Lessor are one and the same company;

(e) Pursuant to a Nominee Reconveyance Agreement dated as of September 30, 1990, Nominee has conveyed to Lessor all of Nominee's right, title and interest in and to the Equipment, the

Lease, the Nominee Agreement and the Lease Documents, thereby providing Lessor with both legal and beneficial title thereto; and

(f) Lessor and Lessee desire to terminate the Lease and to simultaneously enter into a new lease dated as of the date hereof (the "New Lease").

Section 2. Lease Termination.

(a) Upon execution of the New Lease by Lessor and Lessee, the term of the Lease shall terminate immediately, without further action by Lessee or Lessor. However, Lessee's obligations under the Lease (including without limitation its obligation to pay the accrued rent under Section 2(b) below and its obligations under Sections 5, 8, and 11 of the Lease) shall survive to the extent that they relate to the period of time while the Lease was in effect.

(b) Lessee shall pay all rent which has accrued between July 15, 1990 and the date hereof on January 15, 1991. Lessee and Lessor agree that the amount of this accrued rent is \$55,084.

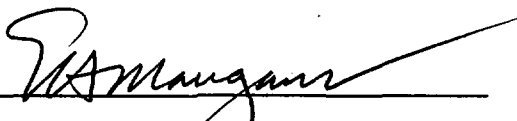
Section 3. Miscellaneous.

(a) This Lease Termination Agreement may be executed in counterparts.

(b) The terms of this Lease Termination Agreement #2 shall be governed by and construed in accordance with the laws of the State of Ohio (other than laws relating to conflicts of law).

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

THE CLEVELAND ELECTRIC ILLUMINATING
COMPANY

By 
Title VICE PRESIDENT

GATX/GLC LEASING CORPORATION

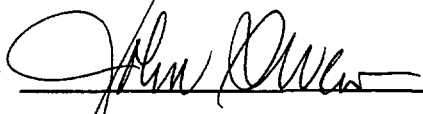
By 
Title Vice President

Exhibit A - Equipment Description

EXHIBIT A

TO

LEASE TERMINATION AGREEMENT #2

<u>Type</u>	<u>Specification</u>	<u>Quantity</u>	<u>Identifying Numbers</u>
100-ton Tripple Hopper Cars	GSCCo. Specifications H-3051 dated June 18, June 18, 1975, General Arrangement Drawing 37095, AAR Mechanical Designation HT	97	12000-12005 (both inclusive) 12007-12075 (both inclusive) 12077-12087 (both inclusive) 12089-12099 (both inclusive)

STATE OF OHIO)
)
COUNTY OF CUYAHOGA) ss

On this 27th day of September, 1990, before me personally appeared E. H. Maugans, to me personally known, who, being by me duly sworn, says that he is Vice President of THE CLEVELAND ELECTRIC ILLUMINATING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.



Notary Public

KEVIN P. MURPHY
Attorney At Law
Notary Public, State of Ohio
My Commission Has No Expiration Date
Section O.R.C. 147.03

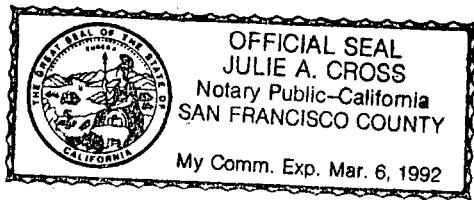
STATE OF CALIFORNIA

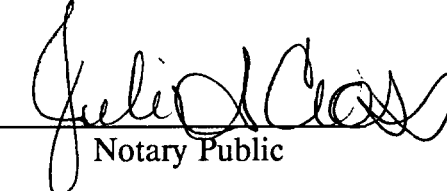
COUNTY OF SAN FRANCISCO

)
) ss.
)

On September 28, 1990, before me Julie A. Cross, the undersigned Notary Public, personally appeared John B. West, personally known to me to be the person whose name is subscribed to the within instrument as Vice President of GATX Capital Corporation and acknowledged that he executed it.

Witness my hand and official seal.




Notary Public

For attachment only to the Lease Termination Agreement #2 dated as of September 30, 1990 between The Cleveland Electric Illuminating Company and GATX/GLC Leasing Corporation.